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August 4, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 29, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC
5215 Old Orchard Road, Suite 505
Skokie, IL 60077

Lessee: FirstEnergy Generation Corp.
395 Ghent Road, Suite 213
Akron, OH 44333

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

135 Autoflood cars: FEPX 60911 – FEPX 61045.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

***MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")***

AND

***FIRSTENERGY GENERATION CORP.
("LESSEE")***

JUNE 29, 2006

Memorandum of a Lease Agreement made and entered into as of June 29, 2006 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and FirstEnergy Generation Corp., an Ohio corporation ("**Lessee**").

WITNESSETH:


1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 135 Freightcar America Autoflood IIIs bearing marks and numbers as follows:

FEPX 60911 – 61045 (both inclusive)


1. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: Mitsui Rail Capital, LLC

By: 
Title: President
Date: 8/2/06

Lessee: FirstEnergy Generation Corp.

By: 
Title: President
Date: 8/1/2006

STATE OF ILLINOIS

COUNTY OF COOK

On this 2ND day of AUGUST, 2006, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Tondalaya Richardson
NOTARY PUBLIC

My commission expires: 11-1-2009

STATE OF Ohio

COUNTY OF Summit

On this 1 day of AUGUST, 2006, before me personally appeared Ali Jamshidi, to me personally known, who being by me duly sworn, says that he is the President of FirstEnergy Generation Corp. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Maree Jark
NOTARY PUBLIC

My commission expires:

7/27/2010